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BASIC AMENDMENT

ICARE DIABETIC SUPPLY, INC.

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**ARTICLES OF AMENDMENT
Of
ARTICLES OF INCORPORATION
Of
ICARE DIABETIC SUPPLY, INC.**

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Pursuant to the provisions of Section 607.1006, Florida Statutes, iCare Diabetic Supply, Inc., a Florida corporation, hereby amends its Articles of Incorporation, as follows:

Article III is hereby amended to read:

ARTICLE III

AUTHORIZED SHARES

The Corporation shall be authorized to create and issue 20,000,000 shares of Common Stock at \$.0001 par value.

The foregoing Amendment to the Articles of Incorporation of was approved and adopted by the Board of Directors and the sole Shareholder entitled to vote on July 1, 2003 in accordance with Section 607.1006, Florida Statutes.

IN WITNESS WHEREOF, the undersigned President of this Corporation, pursuant to the approval and authority given by the Board of Directors and the sole Shareholder entitled to vote, has executed these Articles of Amendment this 28th day of July, 2003.



Melissa Ann Beville, President